

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)

Crusader Savings Bank, F.S.B.,)
Philadelphia, Pennsylvania)
_____)

Re: Order No. NE-00-09

Dated: April 26, 2000

STIPULATION AND CONSENT TO THE ISSUANCE OF AN
ORDER OF ASSESSMENT OF CIVIL MONEY PENALTIES

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, is of the opinion that grounds exist to initiate an administrative civil money penalty assessment proceeding against Crusader Savings Bank, F.S.B., Philadelphia, Pennsylvania (the "Bank," OTS Docket No. 05030), pursuant to 12 U.S.C. § 1818(i)(2); and

WHEREAS, the Bank desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation;

NOW, THEREFORE, the Bank hereby stipulates and agrees to the terms set forth in this Stipulation and Consent to the Issuance of an Order of Assessment of Civil Money Penalties ("Stipulation").

1. Jurisdiction

(a) The Bank is a "savings association" within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, it is an "insured depository institution" as that term is defined in 12 U.S.C. § 1813(c).

(b) Pursuant to 12 U.S.C. § 1818(i)(2), the appropriate Federal banking agency may issue an order assessing civil money penalties against an insured depository institution where the grounds exist for such action.

(c) Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the "appropriate Federal banking agency" to maintain an administrative civil money penalty assessment proceeding savings associations and others subject to the OTS's jurisdiction. Therefore, the Bank is subject to the

jurisdiction of the OTS to initiate and maintain a civil money penalty assessment proceeding against it pursuant to 12 U.S.C. § 1818(i)(2).

2. OTS Findings of Fact. The OTS finds that during 1992 through 1997 the Bank established six subsidiaries without providing required notifications to the OTS and the Federal Deposit Insurance Corporation in violation of 12 U.S.C. § 1828(m)(1) (and regulations thereunder).

3. Consent. The Bank consents to the issuance by the OTS of the accompanying Consent Order of Assessment of Civil Money Penalty ("Order"). The Bank further agrees to comply with the terms of the Order upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality. The Order is issued under 12 U.S.C. § 1818(i)(2). Upon its issuance by the OTS (by the undersigned Regional Director), it shall be a final order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

5. Waivers. The Bank waives the following:

- (i) the right to a written notice of assessment of civil money penalties against it as provided by 12 U.S.C. § 1818(i)(2);
- (ii) the right to an administrative hearing of the OTS's charges against it as provided by 12 U.S.C. § 1818(i)(2);
- (iii) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order;
- (iv) any and all claims against the OTS, including its employees and agents, and any other governmental entity for the award of fees, costs or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504 or 28 U.S.C. § 2412; and
- (v) the right to assert that anything related to this matter (e.g., the Bank's consent to issuance of the Order, the issuance of the Order, or the Bank's making of any payments pursuant to the Order) serves as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other governmental entity.

6. Other Governmental Actions Not Affected. The Bank acknowledges and agrees that its consent to the issuance of the Order is for the purpose of resolving this OTS administrative civil money penalty matter only, which matter pertains solely to the administrative civil money penalty relief the OTS could pursue based on its findings as summarized in paragraph 2 of this Stipulation, and that the settlement hereby does not release, discharge, compromise, settle, dismiss, or in any way affect any actions, charges against, or liability of the Bank that arise otherwise or that may be or have been brought by any other governmental entity.

7. Authorized Bank Action; Signature of Directors. The Bank's board of directors, by due adoption of a resolution (true copy attached), has authorized the Bank to consent to the Order and to execute this Stipulation, intending to be legally bound hereby. Each of the undersigned directors of the Bank attests that he (or she) voted in favor of the aforesaid resolution of the board of directors.

8. Miscellaneous.

(a) The construction and validity of this Stipulation and the Order shall be governed by the laws of the United States of America.

(b) All references to the OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns.

(c) The section and paragraph headings in this Stipulation and the Order are for convenience only, and such headings shall not affect the interpretation of this Stipulation or the Order.

(d) The terms of this Stipulation and the Order represent the final written agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters.

(e) This Stipulation and the Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director, or other authorized representative.

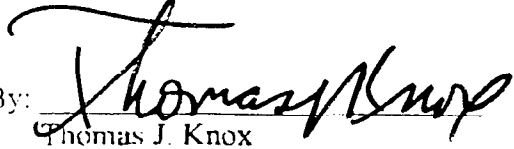
WHEREFORE, the Bank (pursuant to a duly adopted board of directors resolution and by signature below by no less than a majority of its directors) executes this Stipulation.

CRUSADER SAVINGS BANK, F.S.B.

Accepted by:


OFFICE OF THRIFT SUPERVISION

By:


Thomas J. Knox

Chairman of the Board

By:

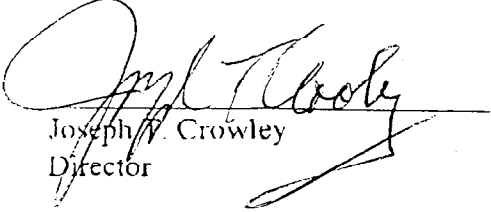

Robert C. Albanese

Regional Director, Northeast Region

Dated: April 17, 2000

Dated: the date indicated in the heading (p. 1)

DIRECTORS OF CRUSADER SAVINGS BANK, F.S.B.

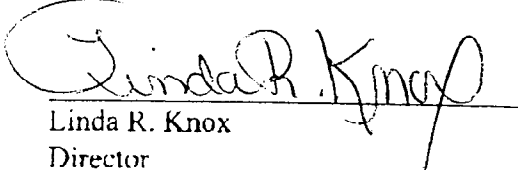

Joseph W. Crowley
Director


Paul Bachow
Director

s/ signed on conformed copy
Ronald L. Caplan
Director

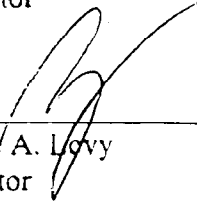
s/ signed on conformed copy
D. Walter Cohen
Director

s/signed on conformed copy
Daniel M. Dilella
Director


Linda R. Knox
Director


[signature above]
Thomas J. Knox
Director

s/ signed on conformed copy
Joel S. Lawson, III
Director


Bruce A. Levy
Director

Brian McAdams
Director

Attachment: Board Resolution

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)

Crusader Savings Bank, F.S.B.,)
Philadelphia, Pennsylvania)
_____)

Order No. NE-00-09

Dated: April 26, 2000

CONSENT ORDER OF ASSESSMENT OF CIVIL MONEY PENALTIES

WHEREAS, Crusader Savings Bank, F.S.B., Philadelphia, Pennsylvania (the "Bank" - OTS Docket No. 05030), pursuant to authorization of its Board of Directors, executed on April 17, 2000, the accompanying Stipulation and Consent to the Issuance of an Order of Assessment of Civil Money Penalties ("Stipulation"); and

WHEREAS, the Bank, in the Stipulation, has consented and agreed to the issuance of this Consent Order of Assessment of Civil Money Penalties ("Order"), pursuant to 12 U.S.C. § 1818(i)(2);¹ and

WHEREAS, the Director of the Office of Thrift Supervision ("OTS") has delegated to OTS Regional Directors the authority to issue enforcement orders such as this on behalf of the OTS where the OTS-regulated institution has consented to the issuance of the Order.

NOW THEREFORE, IT IS ORDERED, pursuant to 12 U.S.C. § 1818(i)(2), that:

1. The Bank is hereby assessed and ordered to pay, within ten (10) calendar days of the Effective Date of this Order, a civil money penalty in the amount of Ten Thousand Dollars (\$10,000.00). The Bank shall make its payment of the civil money penalty to the OTS by delivering to the OTS's Controller's Division a certified check or bank draft in the aforesaid amount made payable to the order of the Treasurer of the United States. The Bank shall deliver the

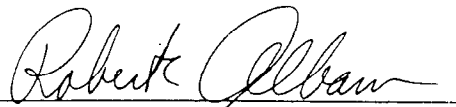
¹ All references to the United States Code ("U.S.C.") are as amended, unless otherwise indicated.

required payment under cover of a transmittal letter referring to this Order (by order number) and indicating that the payment relates to the Bank's civil money penalty obligation under this Order. The Bank shall send its payment with a copy of this Order and the required cover letter to the following address: Controller's Division, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552. On the same day the Bank sends its payment to the Controller's Division, it also shall send (by telecopier and U.S. mail) a copy of its payment (check or bank draft) and the above-required cover letter to: Steven A. Rosenberg, Esq., Office of Thrift Supervision, 10 Exchange Place, 18th Floor, Jersey City, New Jersey 07302; telecopier number: (201) 413-7543.

2. The Stipulation is made a part hereof and is incorporated herein by this reference.

3. This Order is and shall become effective on the date it is issued ("Effective Date"), as shown in the caption hereof. This Order shall remain in effect until terminated, modified or suspended, in writing by the OTS, acting through its Director, Regional Director or other authorized representative.

OFFICE OF THRIFT SUPERVISION

By: 
Robert C. Albanese
Regional Director
Northeast Region